

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352610

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		08/21/2015	CORPORATION:
RECEIVING PARTY DATA			
Name:	ANTARES CAPITAL LP		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1259064	INCREDIA-MEAL	
Registration Number:	1827088	THE KIDS NUTRITION BAR	
Registration Number:	1754830	INCREDIA-MEAL AMERICA'S ORIGINAL FOOD BAR	
Registration Number:	3642916	NELLSON NUTRACEUTICAL, LLC	
Registration Number:	3639279	NELLSON	
Registration Number:	3642917	NELLSON NUTRACEUTICAL, LLC	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2122942684		
Email:	trademarkny@winston.com		
Correspondent Name:	James E. Croke		
Address Line 1:	35 W. Wacker Drive		
Address Line 2:	Winston & Strawn LLP		
Address Line 4:	Chicago, ILLINOIS 60601-9703		
ATTORNEY DOCKET NUMBER:	80034.1457		
NAME OF SUBMITTER:	James E. Croke		

CH \$165.00 1259064

SIGNATURE:	/James E. Croke by trademarkny/
DATE SIGNED:	08/25/2015
Total Attachments: 4 source=Project_Atlas_-_Assignment_of_IP_Security_Agreements_(Nelson)#page1.tif source=Project_Atlas_-_Assignment_of_IP_Security_Agreements_(Nelson)#page2.tif source=Project_Atlas_-_Assignment_of_IP_Security_Agreements_(Nelson)#page3.tif source=Project_Atlas_-_Assignment_of_IP_Security_Agreements_(Nelson)#page4.tif	

**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “Assignment”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning First Lien administrative agent (in such capacity, the “**Retiring First Lien Agent**”), **GECC**, acting in its capacity as the current and resigning Second Lien administrative agent (in such capacity, the “**Retiring Second Lien Agent**,” and together with Retiring First Lien Agent, the “**Retiring Agents**”), **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor First Lien administrative agent (in such capacity, the “**Successor First Lien Agent**”) and Antares, acting in its capacity as the successor Second Lien administrative agent (in such capacity, the “**Successor Second Lien Agent**,” and together with Successor First Lien Agent, the “**Successor Agents**”).

RECITALS:

WHEREAS, Nellson Nutraceutical, LLC, as “Grantor”, and Retiring Agents are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among **GECC**, as the Retiring First Lien Agent, **GECC**, as Retiring Second Lien Agent, **Antares**, as Successor First Lien Agent and **Antares**, as Successor Second Lien Agent, Retiring Agents have assigned to Successor Agents all of their rights, remedies, duties and other obligations under, among other documents, the **Agreements**, in each instance, in their capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agents hereby assign and transfer to Successor Agents and their successors and assigns, all of their rights, title and interest in and to the **Agreements**.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agents and Successor Agents have caused this Assignment to be duly executed as of the date first above written.

RETIRING FIRST LIEN AGENT:

GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Name: Adam Chalmers
Its: Duly Authorized Signatory

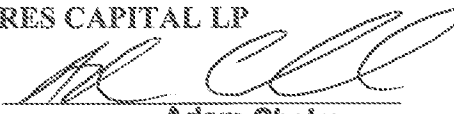
RETIRING SECOND LIEN AGENT:

GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Name: Adam Chalmers
Its: Duly Authorized Signatory

SUCCESSOR FIRST LIEN AGENT:

ANTARES CAPITAL LP

By: 
Name: Adam Chalmers
Title: Duly Authorized Signatory

SUCCESSOR SECOND LIEN AGENT:

ANTARES CAPITAL LP

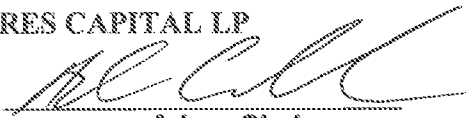
By: 
Name: Adam Chalmers
Title: Duly Authorized Signatory

EXHIBIT A

Patent Security Agreement dated as of August 26, 2013 and filed with the United States Patent and Trademark Office on August 28, 2013 at Reel 031099, Frame 0184.

Trademark Property Security Agreement dated as of August 26, 2013 and filed with the United States Patent and Trademark Office on August 28, 2013 at Reel 5099, Frame 0382.

Patent Security Agreement (Second Lien) dated as of August 26, 2013 and filed with the United States Patent and Trademark Office on August 29, 2013 at Reel 031122, Frame 0598.

Trademark Security Agreement (Second Lien) dated as of August 26, 2013 and filed with the United States Patent and Trademark Office on August 29, 2013 at Reel 5100, Frame 0881.

EXHIBIT B

Copyrights

None.

Trademarks

Trademark	Registration Number
INCRED-A-MEAL	1259064
THE KIDS NUTRITION BAR	1827088
INCRED-A-MEAL AMERICA'S ORIGINAL FOOD BAR	1754830
NELSON NUTRACEUTICAL, LLC	3642916
NELSON	3639279
NELSON NUTRACEUTICAL, LLC	3642917

Patents

Patent Title	Patent Number
CONFECTIONARY PRODUCT MADE OF PROTEIN AND CARBOHYDRATE MATERIALS PRESENT IN A RELATIVE WEIGHT RATIO HIGHER THAN 1	6299929
CONFECTIONARY PRODUCT MADE OF PROTEIN AND CARBOHYDRATE MATERIALS PRESENT IN A RELATIVE WEIGHT RATIO HIGHER THAN 1	6432457
CONFECTIONARY PRODUCT MADE OF PROTEIN AND CARBOHYDRATE MATERIALS PRESENT IN A RELATIVE WEIGHT RATIO HIGHER THAN 1	6749886
METHOD OF PREPARING A CONFECTIONARY PRODUCT MADE OF PROTEIN AND CARBOHYDRATE MATERIALS PRESENT IN A RELATIVE WEIGHT RATIO HIGHER THAN 1	7407683
PROCESS FOR PREPARING AN AERATED FOOD PRODUCT COMPRISING PROTEIN AND FIBER	7700144